

TRANS UNION CORPORATION

90 Half Day Road
Lincolnshire, Illinois 60015
312/295-4311

Arthur B. Hillman
General Attorney

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th and Constitutional Avenue
Washington, D.C. 20423

Re: Filing of Release -
Recordation No. 12410

Gentlemen:

This refers to the Loan and Security Agreement (Series F) (the "Agreement") dated as of November 1, 1980, between Union Tank Car Company, 90 Half Day Road, Lincolnshire, Illinois 60015 (the "Company") and Continental Illinois National Bank and Trust Company of Chicago, 231 South LaSalle Street, Chicago, Illinois 60693 (the "Bank"). The Agreement was filed with your office on November 14, 1980, and assigned recordation number 12410.

The Agreement was amended as of July 28, 1981 by Amendment No. 3 thereto to evidence the substitution under the Agreement of 369 railroad cars described in Schedule A attached thereto for the 355 railroads cars described in Schedule A to the Agreement (as heretofore amended). An original and two certified counterparts of such amendment are included herewith for recordation pursuant to 49 U.S.C. §11303.

Also enclosed for recordation is an original and two certified counterparts of a Release dated as of July 28, 1981, which relates to the railroad cars described in Schedule A to the Agreement (as heretofore amended). The Release is included herewith for recordation to clearly indicate of record that the Bank has assigned to the Company all of its right, title and interest in and to such railroad cars and that the Bank has released such railroad cars from any encumbrance with respect thereto in favor of the Bank.

We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.



REGISTRATION NO. 12410-C
JUL 28 1981 - 8 15 AM
INTERSTATE COMMERCE COMMISSION

FEE OPEN

JUL 28 8 49 AM '81

RECEIVED

1-209 A070

NOV 28 1981

Date.....

Fee \$ 20.00

ICC Washington, D. C.

Interstate Commerce Commission
July 27, 1981
Page Two

Please return the original copy of Amendment No. 3
and the Release to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "A. B. Hillman".

A. B. Hillman
Assistant General Counsel

ABH:klm
Enclosures

STATE OF ILLINOIS)
) SS.
COUNTY OF LAKE)

RECORDATION NO. 12410-C
JUL 28 1981 -8 35 AM
INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

The undersigned, Marcia C. Weiner, a Notary Public in and for said County, states that she compared the attached copy of the Amendment to Loan and Security Agreement dated as of July 28, 1981, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 28th day of July, 1981.

Marcia C. Weiner
Notary Public

MY COMMISSION EXPIRES June 18, 1984

AMENDMENT NO. 3

TO

LOAN AND SECURITY AGREEMENT

This Amendment dated as of July 28, 1981 by and between Union Tank Car Company, a Delaware corporation (hereinafter called the "Company"), and Continental Illinois National Bank and Trust Company of Chicago, a national banking association (hereinafter called the "Bank").

WHEREAS, the parties hereto have previously entered into a Loan and Security Agreement dated as of November 1, 1980 (Series F) (the "Agreement"); and

WHEREAS, the Company has filed with the Bank its Request for a Substitution of Equipment pursuant to Section 3.09 of the Agreement; and

WHEREAS, the Company desires to comply with Section 3.09 of the Agreement by the execution of an amendment thereto, to evidence the inclusion of the aforesaid Equipment as a part of the Equipment under the Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Bank at the execution of these presents, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Bank as follows:

ARTICLE ONE

Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Agreement (as amended).

ARTICLE TWO

Substituted Equipment Subject to Agreement

The Company hereby grants to the Bank a continuing security interest in the Equipment described in Schedule A hereto and such Equipment is hereby included as part of the Collateral under the Agreement and is and shall be subject to all the terms and conditions of the Agreement in all respects as though it had been part of the Collateral specifically described in the Trust Agreement.

ARTICLE THREE

Miscellaneous Provisions

Except as hereby expressly provided, the Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

This Amendment may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

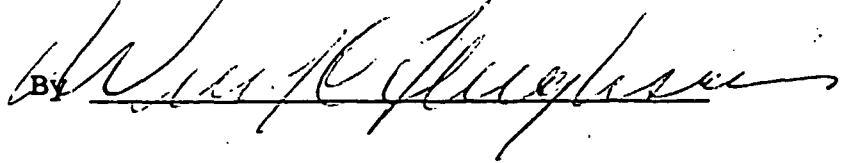
IN WITNESS WHEREOF, the Company and the Bank have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first written.

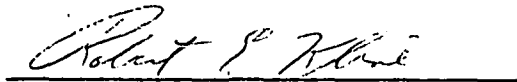
(CORPORATE SEAL)

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

ATTEST:

BY





(CORPORATE SEAL)

UNION TANK CAR COMPANY

ATTEST:


By


Vice President


Secretary

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 28th day of July, 1981, before me personally appeared WM. J. C. HUGHSON, to me personally known, who being by me duly sworn, says that he is a Vice President of CONTINENTAL ILLINOIS BANK AND TRUST COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.



Notary Public

231 SOUTH LA SALLE STREET
CHICAGO, ILLINOIS 60693

My Commission expires:
MY COMMISSION EXPIRES FEBRUARY 14, 1984

(Notarial Seal)

STATE OF ILLINOIS)
) SS:
COUNTY OF LAKE)

On this 28th day of July, 1981, before me personally appeared W. B. BROWDER, to me personally known, who, being by me duly sworn, says that he is Vice President of UNION TANK CAR COMPANY, a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission expires:

June 18, 1984
(Notarial Seal)

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

QUANTITY	A.A.R. MECHANICAL DESIGNATION CODE	CAPACITY IN GALLONS	ROAD NUMBERS
-----	-----	-----	-----
36	TM	13,000	60923-60924, 60926, 60928-60934 60936-60944, 60963-60965 60967-60980
13	TM	13,500	60951-60962, 60966
29	TM	14,000	67608-67633, 67635-67637
77	TM	16,000	65929-65969, 66359-66393 66395
26	TM	17,600	65703, 65833-65834, 65838 65842, 65845, 65847 65849, 65852-65854 65873, 65878, 65880 65883, 65886, 65902 65920-65928
67	TM	20,000	48236-48238, 48240, 48243 48248-48249, 48251-48253 48255-48257, 48262 48266, 48269, 48272-48273 48277, 48280-48281 48286, 48288, 48290 48292, 48296, 48300 48302, 48305, 48307 67669-67681, 67789 67880-67881, 67883-67884 67886-67887, 67889-67890 67915-67929
81	TM	23,500	67570-67577, 67579-67584 67586-67587, 67589-67607 67638-67659, 67661-67668 67683, 67686, 67694 67696-67698, 67702-67711
14	TM	30,000	48203-48204, 48206-48207 48210, 48326-48331 48337, 48339-48340
10	TP	17,000	48212, 48216-48217, 48223-48225 48230-48231, 48233-48234

353	TOTAL		

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

QUANTITY	A.A.R. MECHANICAL DESIGNATION CODE	CAPACITY IN GALLONS	ROAD NUMBERS
-----	-----	-----	-----
6	TMI	15,500	69471-69472, 69474-69477
4	TMI	20,000	78246, 78270, 78277, 78280
6	TPI	20,000	78284, 78286, 78334, 78346 78351-78352

16	TOTAL		

369	TOTAL		
=====			